

UNITED STATES OF AMERICA
Before the
SECURITIES AND EXCHANGE COMMISSION

SECURITIES EXCHANGE ACT OF 1934

Release No. 77968 / June 1, 2016

ADMINISTRATIVE PROCEEDING

File No. 3-17269

In the Matter of

CRAIG MEDOFF,

Respondent.

**ORDER INSTITUTING
ADMINISTRATIVE PROCEEDINGS
PURSUANT TO SECTION 15(b) OF THE
SECURITIES EXCHANGE ACT OF 1934,
MAKING FINDINGS, AND IMPOSING
REMEDIAL SANCTIONS**

I.

The Securities and Exchange Commission (“Commission”) deems it appropriate and in the public interest that public administrative proceedings be, and hereby are, instituted pursuant to Section 15(b) of the Securities Exchange Act of 1934 (“Exchange Act”) against Craig Medoff (“Respondent”).

II.

In anticipation of the institution of these proceedings, Respondent has submitted an Offer of Settlement (the “Offer”) which the Commission has determined to accept. Solely for the purpose of these proceedings and any other proceedings brought by or on behalf of the Commission, or to which the Commission is a party, and without admitting or denying the findings herein, except as to the Commission’s jurisdiction over him and the subject matter of these proceedings and the findings contained in Section III.2. below, which are admitted, Respondent consents to the entry of this Order Instituting Administrative Proceedings Pursuant to Section 15(b) of the Securities Exchange Act of 1934, Making Findings, and Imposing Remedial Sanctions (“Order”), as set forth below.

III.

On the basis of this Order and Respondent's Offer, the Commission finds that:

1. Medoff, age 56, is a resident of Boston, Massachusetts. In 2009, Medoff provided a variety of consulting services to BioChemics, Inc. ("BioChemics"), a privately-held corporation with a principal place of business in Danvers, Massachusetts. Medoff also served, for several months in 2009, as the interim Director of Finance for BioChemics. During 2009, Medoff also solicited investments in BioChemics from a number of potential investors. In a prior case brought by the Commission in 1993, which alleged that Medoff sold a company's unregistered stock to the public through the use of materially false and misleading documents, a final judgment was entered against Medoff that permanently enjoined him from violating the antifraud provisions of the federal securities laws. In January 1995, the Commission issued an Order that permanently barred Medoff from association with any broker, dealer, investment adviser, investment company or municipal securities dealer. In 1995, Medoff also pled guilty to two counts of conspiracy to commit securities fraud in a criminal case.

2. On May 25, 2016, a final judgment was entered by consent against Medoff, permanently enjoining him from future violations of Section 17(a) of the Securities Act of 1933 ("Securities Act") and Sections 10(b), 15(a) and 15(b)(6)(B) of the Exchange Act and Rule 10b-5 thereunder, in the civil action entitled Securities and Exchange Commission v. BioChemics, Inc., et al., Civil Action Number 12-12324-MLW, in the United States District Court for the District of Massachusetts (complaint filed December 14, 2012).

3. The Commission's December 14, 2012 complaint alleged that in 2009 Medoff and others made false and misleading statements to investors while selling BioChemics securities, including statements that misled investors about the value of BioChemics securities. Among other things, the complaint alleged that Medoff and others made misrepresentations to investors about the progress and results of clinical trials for BioChemics' products and misled investors about valuations of BioChemics that were purportedly prepared by reputable independent investment banks. The complaint also alleged that Medoff induced or attempted to induce the purchase of securities without being registered as a broker in accordance with Section 15(b) of the Exchange Act.

IV.

In view of the foregoing, the Commission deems it appropriate and in the public interest to impose the sanctions agreed to in Respondent Medoff's Offer.

Accordingly, it is hereby ORDERED pursuant to Section 15(b)(6) of the Exchange Act, that Respondent Medoff be, and hereby is barred from association with any broker, dealer, investment adviser, municipal securities dealer, or transfer agent.

Any reapplication for association by the Respondent will be subject to the applicable laws and regulations governing the reentry process, and reentry may be conditioned upon a number of factors, including, but not limited to, the satisfaction of any or all of the following: (a) any disgorgement ordered against the Respondent, whether or not the Commission has fully or partially waived payment of such disgorgement; (b) any arbitration award related to the conduct that served as the basis for the Commission order; (c) any self-regulatory organization arbitration award to a customer, whether or not related to the conduct that served as the basis for the Commission order; and (d) any restitution order by a self-regulatory organization, whether or not related to the conduct that served as the basis for the Commission order.

By the Commission.

Brent J. Fields
Secretary